

1 RON BENDER (SBN 143364)
J.P. FRITZ (SBN 245240)
2 LEVENE, NEALE, BENDER, YOO & BRILL L.L.P.
10250 Constellation Boulevard, Suite 1700
3 Los Angeles, California 90067
Telephone: (310) 229-1234
4 Facsimile: (310) 229-1244
Email: RB@LNBYB.COM; JPF@LNBYB.COM
5

6 Proposed Attorneys for Chapter 11 Debtor and Debtor in Possession
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8 **UNITED STATES BANKRUPTCY COURT**
9 **NORTHERN DISTRICT OF CALIFORNIA**
SAN FRANCISCO DIVISION

10 In re:) Case No. 15-31480
11)
MAGNOLIA BREWING COMPANY,) Chapter 11 Case
12 LLC,)
13 also doing business as McLean Breweries,) **DECLARATION OF RON BENDER,**
14 Debtor and Debtor in Possession) **ESQ. IN SUPPORT APPLICATION OF**
15) **DEBTOR AND DEBTOR IN**
16) **POSSESSION TO EMPLOY LEVENE,**
17) **NEALE, BENDER, YOO & BRILL**
18) **L.L.P. AS BANKRUPTCY COUNSEL**
19)
20) [No Hearing Required]
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DECLARATION OF RON BENDER, ESQ.

21 I, Ron Bender, Esq., hereby declare as follows:

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23 1. I have personal knowledge of the facts set forth below and, if called to testify,
24 would and could competently testify thereto. Capitalized terms not otherwise defined herein shall
25 have the same meaning ascribed to such terms in the "Application Of Debtor And Debtor In
26 Possession To Employ Levene, Neale, Bender, Yoo & Brill L.L.P. As Bankruptcy Counsel
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1 Pursuant To 11 U.S.C. §§ 327, 330, and 331” which is being filed concurrently herewith (the
2 “Application”).

3 2. I am a founding and managing partner of the law firm of Levene, Neale, Bender,
4 Yoo & Brill L.L.P. (“LNBYB”). I am an attorney licensed to practice law in the State of
5 California, in the United States District Court and the Bankruptcy Courts for the Southern,
6 Central, Northern and Eastern Districts of California, and in the United States Court of Appeals
7 for the Ninth Circuit. I have represented hundreds of chapter 11 Debtors throughout my legal
8 career.
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10 3. Magnolia Brewing Company, LLC (also doing business as McLean Breweries),
11 chapter 11 Debtor and Debtor in possession in the above-captioned, chapter 11 bankruptcy case
12 (the “Debtor”), has requested LNBYB to serve as the Debtor’s bankruptcy counsel in connection
13 with the Debtor’s chapter 11 bankruptcy case effective as of November 30, 2015 (which was the
14 date of the Debtor’s chapter 11 bankruptcy filing) upon the terms and conditions described below.
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16 4. As a Debtor in a chapter 11 bankruptcy case, the Debtor requires the services of
17 bankruptcy counsel. The Debtor seeks to employ LNBYB as its bankruptcy counsel, at the
18 expense of the Debtor’s bankruptcy estate, and to have the Debtor’s employment of LNBYB be
19 deemed effective as of the Debtor’s Petition Date of November 30, 2015.
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21 5. The Debtor seeks to employ LNBYB as its bankruptcy counsel to render, among
22 others, the following types of professional services:

23 a. advising the Debtor with regard to the requirements of the Bankruptcy
24 Court, Bankruptcy Code, Bankruptcy Rules and the Office of the United States Trustee as they
25 pertain to the Debtor;

26 b. advising the Debtor with regard to certain rights and remedies of its
27 bankruptcy estate and the rights, claims and interests of creditors;
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1 c. representing the Debtor in any proceeding or hearing in the Bankruptcy
2 Court involving its estate unless the Debtor is represented in such proceeding or hearing by other
3 special counsel;

4 d. conducting examinations of witnesses, claimants or adverse parties and
5 representing the Debtor in any adversary proceeding except to the extent that any such adversary
6 proceeding is in an area outside of LNBYB's expertise or which is beyond LNBYB's staffing
7 capabilities;

9 e. preparing and assisting the Debtor in the preparation of reports,
10 applications, pleadings and orders including, but not limited to, applications to employ
11 professionals, interim statements and operating reports, initial filing requirements, schedules and
12 statement of financial affairs, lease pleadings, cash collateral pleadings, financing pleadings, and
13 pleadings with respect to the Debtor's use, sale or lease of property outside the ordinary course of
14 business and all related negotiation and drafting thereof;

16 f. representing the Debtor with regard to obtaining use of debtor in possession
17 financing and/or cash collateral including, but not limited to, negotiating and seeking Bankruptcy
18 Court approval of any debtor in possession financing and/or cash collateral pleading or stipulation
19 and preparing any pleadings relating to obtaining use of debtor in possession financing and/or
20 cash collateral;

22 g. assisting the Debtor in its anticipated asset sale process;

23 h. assisting the Debtor in the negotiation, formulation, preparation and
24 confirmation of a plan of reorganization and the preparation and approval of a disclosure
25 statement in respect of the plan; and

26 i. performing any other services which may be appropriate in LNBYB's
27 representation of the Debtor during the Debtor's bankruptcy case.
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1 6. LNBYB is comprised of attorneys who specialize in and limit their practice to
2 matters of bankruptcy, insolvency, reorganization and commercial litigation and is well qualified
3 to represent the Debtor. A copy of LNBYB's firm resume is attached hereto as **Exhibit "1"**.

4 7. LNBYB will bill its time for its representation of the Debtor on an hourly basis in
5 accordance with LNBYB's standard hourly billing rates. A listing of LNBYB's current hourly
6 billing rates is attached hereto as **Exhibit "2"**. LNBYB will seek reimbursement of all of its
7 expenses in accordance with the rates set forth in the guidelines promulgated by the Office of the
8 United States Trustee. I will be the primary attorney at LNBYB responsible for the representation
9 of the Debtor during its chapter 11 case.
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11 8. Because LNBYB's practice is limited exclusively to matters of bankruptcy,
12 insolvency, reorganization and commercial litigation, the services provided by LNBYB do not
13 include the rendition of substantive legal advice outside of these areas such as corporate, tax,
14 securities, tort, environmental, labor, criminal, real estate law or real estate litigation. LNBYB
15 will not be required to represent or advise the Debtor in matters which LNBYB believes are
16 beyond LNBYB's expertise such as the areas of law just described. In addition, LNBYB will not
17 be required to represent the Debtor in matters where LNBYB determines that it lacks the ability to
18 staff the matter adequately, such as in certain, major complex litigation.
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21 9. During the one-year period prior to the Petition Date, the Debtor paid the total sum
22 of \$10,000.00 to LNBYB for legal services in contemplation of and in connection with the
23 Debtor's chapter 11 case (the "**Retainer**"), which Retainer is inclusive of the \$1,717.00 chapter 11
24 bankruptcy filing fee for the Debtor. LNBYB was advised by the Debtor that the source of
25 payment of the Retainer was from the Debtor's funds. LNBYB has not been paid any other
26 money by the Debtor at any other time.
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1 10. LNBYB negotiated the amount of the Retainer with the Debtor based upon a
2 number of factors including, but not limited to, the size and complexity of the Debtor's case, the
3 time that LNBYB expects to put forth in the Debtor's case, the limited amount of funds the
4 Debtor had at the time of its bankruptcy filing, and the expected availability of funds to pay
5 LNBYB's fees and expenses incurred in excess of the Retainer.
6

7 11. LNBYB has not received any lien or other interest in property of the Debtor or of a
8 third party to secure payment of LNBYB's fees or expenses.

9 12. LNBYB has no prepetition claim against the Debtor. While the Retainer was fully
10 exhausted by the time of the Debtor's bankruptcy filing, to the extent LNBYB's pre-petition fees
11 and expenses exceeded the amount of the Retainer, LNBYB waived all such excess fees and
12 expenses so that by the time of the Debtor's bankruptcy filing, the Debtor did not owe LNBYB
13 any money.
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15 13. Because of the limited amount of funds the Debtor had available to it to pay
16 LNBYB a larger Retainer, to assist the Debtor to budget its legal fees in this case, the Debtor
17 proposes to pay to LNBYB a monthly retainer payment of \$5,000, which LNBYB will maintain
18 in a segregated trust account pending further Court order authorizing the payment of such funds to
19 LNBYB after notice and a hearing. Regardless of the size of the pre-bankruptcy Retainer and any
20 post-petition payments paid to LNBYB by the Debtor, LNBYB will seek Court authority to be
21 paid from the Debtor's estate for any and all post-petition fees incurred and expenses advanced by
22 LNBYB in excess of the pre-bankruptcy Retainer. LNBYB recognizes that the payment of any
23 such additional fees and expenses will be subject to further Court order after notice and a hearing.
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25 14. LNBYB has not shared or agreed to share its compensation for representing the
26 Debtor with any other person or entity, except among its members.
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1 15. LNBYB will provide monthly billing statements to the Debtor that will set forth
2 the amount of fees incurred and expenses advanced by LNBYB during the previous month.

3 16. LNBYB understands the provisions of 11 U.S.C. Sections 327, 330 and 331 which
4 require, among other things, Court approval of the Debtor's employment of LNBYB as
5 bankruptcy counsel and of all legal fees and reimbursement of expenses that LNBYB will receive
6 from the Debtor and the Debtor's estate. LNBYB seeks to be employed pursuant to 11 U.S.C. §
7 327(a) with its compensation to be pursuant to 11 U.S.C. §§ 330 and 331.

8 17. LNBYB is not a creditor, an equity security holder or an insider of the Debtor.

9 18. LNBYB is not and was not an investment banker for any outstanding security of
10 the Debtor. LNBYB has not been within three years before the Petition Date an investment
11 banker for a security of the Debtor, or an attorney for such an investment banker in connection
12 with the offer, sale or issuance of any security of the Debtor.

13 19. Neither LNBYB nor any member of LNBYB is, nor was, within two years before
14 the Petition Date, a director, officer or employee of the Debtor or of any investment banker for
15 any security of the Debtor.

16 20. To the best of my knowledge, LNBYB does not hold or represent any interest
17 materially adverse to the interest of the Debtor's estate or of any class of creditors or equity
18 security holders, by reason of any direct or indirect relationship to, connection with, or interest in,
19 the Debtor or an investment banker for any security of the Debtor, or for any other reason.

20 21. To the best of my knowledge, LNBYB does not hold or represent any interest
21 materially adverse to the Debtor or the Debtor's estate, and LNBYB is a "disinterested person" as
22 that term is defined in Section 101(14) of the Bankruptcy Code. Also, to the best of my
23 knowledge, other than as set forth herein, LNBYB has no prior connection with the Debtor, any
24 creditors of the Debtor or its estate, or any other party in interest in this case, or their respective
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1 attorneys or accountants, the United States Trustee or any person employed by the United States
2 Trustee.

3 22. As a matter of disclosure only, Todd A. Frealy, a partner of LNBYB, is a panel
4 trustee for the Central District of California (Riverside Division), and Timothy J. Yoo and
5 Edward M. Wolkowitz, partners of LNBYB, are panel trustees for the Central District of
6 California (Los Angeles Division). I do not anticipate that any of these three gentlemen will
7 provide any services (and certainly no material services) to the Debtor.
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9 I declare and verify under penalty of perjury that the foregoing is true and correct to the
10 best of my knowledge.

11 Executed on this 3rd day of December, 2015, at Los Angeles, California.
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14 /s/ Ron Bender
15 RON BENDER, ESQ., Declarant
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EXHIBIT “1”

[LNBYB RESUME]

PROFESSIONAL RESUME

DAVID W. LEVENE, born March 24, 1945, New York, New York. A founding partner of Levene, Neale, Bender, Yoo & Brill L.L.P.. Business and Professional Experience: July, 1974 to Present, attorney specializing in matters of bankruptcy, insolvency, business reorganization and commercial financing. Education and Honors: University of Southern California, B.S., Business Administration, 1967; University of Southern California, M.B.A., finance and marketing, 1968; Loyola University of Los Angeles, J.D. *magna cum laude*, 1974. Bar Admissions: California, United States District Court for the Southern, Central, Eastern and Northern Districts of California, and U.S. Court of Appeals, Ninth Circuit. Professional Memberships and Associations: Los Angeles County (past member; Executive Committee, Commercial Law and Bankruptcy Section; Bankruptcy Subcommittee); Past chair of Bankruptcy Section of Beverly Hills Bar Association; Federal and American Bar Associations; The State Bar of California; Financial Lawyers Conference, American Bankruptcy Institute, Commercial Law League of America; and Turnaround Management Association. Guest Lecturer: Frost & Sullivan, Inc., "Loan Workouts, LBOs and Bankruptcy"; The Banking Law Institute, "Loan Workout, Restructure and Bankruptcy"; Drexel Burnham Lambert, "Chapter 11"; Financial Lawyers Conference "Fraudulent Conveyances"; Los Angeles Bankruptcy Forum, "Out of Court Reorganizations"; Orange County Bankruptcy Forum, "Restructuring Financially Troubled Businesses"; Jewelers Board of Trade "Consignment Issues in Bankruptcy"; Turnaround Management Association, "Case Study on Representation of Debtor in Out of Court Workouts and Chapter 11"; National Conference of the Turnaround Management Association, "Gaining Confidence of Lenders and Creditors in Workouts and Restructurings"; Young Presidents' Organization National Conference "Acquisition and Investment Opportunities in Bankruptcy Reorganization Cases"; The Counselors of Real Estate Convention, "Chapter 11 and the Role of the Real Estate Advisor"; Association of Insolvency Accountants' Valuation Conference, "Valuation Issues in Chapter 11 Cases"; Moderator of seminar on "Workouts" sponsored by Orange Country Bankruptcy Forum, "Role of Appraisers in Bankruptcy & Reorganization Cases" presented at convention of American Society of Appraisers; and guest lecturer on "Workouts and Restructuring" presented nationally by Fulcrum Information Services. Twice



DAVID W. LEVENE
dwl@lnbyb.com

DAVID W. LEVENE
PROFESSIONAL RESUME



included in annual list of "100 most prominent business attorneys practicing in Los Angeles County" in Los Angeles Business Journal's annual list of "Who's Who in Law and Accounting." Repeatedly listed as a "Southern California Super Lawyer" in annual polls of his peers.

PROFESSIONAL RESUME

DAVID L. NEALE began his legal career in New York, with the law firm of Kramer, Levin, Nessen, Kamin & Frankel, where he represented creditors and creditors' committees in large, complex cases such as Texaco Inc., LTV Steel and Charter Co. When Mr. Neale relocated to California in 1989, to join the law firm of Levene & Eisenberg, he brought with him an understanding of creditors' rights and remedies that he was able to apply to the representation of debtors and other constituencies in bankruptcy and workout situations.

His broad experience includes handling cases in a variety of areas including: **Manufacturing** (successful Chapter 11 reorganization for companies such as Future Media Productions, a manufacturer of blank CDs and DVDs; California Aircraft & Engines, Inc., a manufacturer of aircraft engine parts with claimants from around the world; DCC Compact Classics, Inc., a manufacturer of specialty CDs and recordings; Fernandes Guitars, a manufacturer of electric and acoustic guitars for distribution around the world); **the food and beverage industry** (Chinois Restaurant, successful Chapter 11 reorganization for a Las Vegas restaurant; Café-Melisse Valencia, successful out-of court workout and orderly liquidation; Galletti Brothers Foods, successful Chapter 11 reorganization for one of the nation's largest fresh seafood wholesalers); **Construction** (successful Chapter 11 reorganization for Rock & Water'scape, Inc., builder of water-themed features in Las Vegas and around the world); **Real estate** (successful Chapter 11 cases for North Silver Lake Lodge, LLC, involving one of the last undeveloped parcels of real property in the Deer Valley, Utah ski resort area; IDM Corporation and its affiliates requiring the restructuring of over \$1 billion in debt; and Galletti Brothers Investments, a real estate partnership with multiple properties. He has also represented Ritter Ranch Development, the owner of an 11,000 acre development property in Palmdale; and National Enterprises, Inc. and San Diego Investments, real estate management and development companies with properties across the United States); **Energy** (representing the California Independent System Operator Corporation in connection with the bankruptcy cases of California Power Exchange, Pacific Gas & Electric Co., Enron Inc. and Mirant and its affiliates); **Banking and finance** (Imperial Credit Industries, Inc.); **Trucking** (Consolidated Freightways and its affiliates, in which Mr. Neale represented multi-employer pension funds that were the largest creditors



DAVID L. NEALE
dln@lnbyb.com

DAVID L. NEALE
PROFESSIONAL RESUME

and went on to represent the post-confirmation Plan Oversight Committee and serve as special counsel to the Liquidating Trust in certain litigation and appellate matters, and The Penn Traffic Co. and its affiliates, in which Mr. Neale represented certain multi-employer retirement, health and welfare funds); **Technology and communication** (WCI Cable, Inc., a fiber optic cable network located in Oregon and Alaska); and **Retail** (successful Chapter 11 cases for Ortho Mattress, Inc., a manufacturer and retailer of bedding products, Britches of Georgetowne, Inc., a clothing retailer with outlets in several states). Mr. Neale has a particular expertise in the **entertainment industry**. He has represented clients involved in **publishing** (New Millennium Entertainment, Buzz Magazine), **film exhibition** (Resort Theaters of America); film production (Franchise Pictures, LLC and its affiliates); The Samuel Goldwyn Company in connection with its acquisition of Heritage Entertainment); and **artists** (Gladys Knight, Mick Fleetwood, Lynn Redgrave, among others).

Mr. Neale is both an experienced and aggressive litigator whose cases have resulted in several notable published opinions, and a seasoned negotiator who brings his skills to bear as a member of the Mediation Panel for the Bankruptcy Court for the Central District of California. He is a Member of the American Bar Association, Association of the Bar of the City of New York, New York County Bar Association, Century City Bar Association, Beverly Hills Bar Association, Financial Lawyers' Conference, Association of Trial Lawyers of America, Turnaround Management Association, and the Commercial Law League of America. Mr. Neale serves on the Board of Directors of the Financial Lawyers Conference and AIDS Project Los Angeles.

Mr. Neale received his B.A., Summa Cum Laude from Princeton University in 1984 and his J.D. from Columbia University School of Law in 1987. He was admitted to the New York Bar in 1988 and the California Bar in 1989. He was admitted to the Ninth Circuit Court of Appeals in 1989, and was admitted to the United States District Court for the Southern and Eastern Districts of New York in 1988. In 1989, he was admitted to the Central, Eastern, Northern and Southern Districts of California. He has also practiced extensively in courts around the country in venues as diverse as Oregon, Arizona, Nevada, Texas, Arkansas, Utah, Florida, New York, Delaware and Tennessee.

DAVID L. NEALE
PROFESSIONAL RESUME



Mr. Neale is the author of "Bankruptcy and Contractual Relations in the Entertainment Industry – An Overview," 1990 Entertainment, Publishing and the Arts Handbook; "A Survey of Recent Bankruptcy Decisions Impacting upon the Entertainment Industry," 1992 - 1993 Entertainment, Publishing and the Arts Handbook; "SEC Actions and Stays," *National Law Journal*, 2002; and "The Scope and Application of 11 U.S.C. § 1145," American Bankruptcy Institute Bankruptcy Battleground West, 2003. He was featured as a "Mover & Shaker" by *The Deal* magazine in 2006, and has been interviewed several times by, among others, KNX news radio in Los Angeles, Variety magazine and the *California Real Estate Journal* on bankruptcy topics.

Mr. Neale has appeared as a speaker on the following topics before the following organizations: "Making the Best Better: Lessons From the Battlefield," Turnaround Management Association 6th Annual Spring Meeting, 1998; "Litigation Issues in Bankruptcy," Business Torts - An Introduction and Primer, Consumer Attorneys Association of Los Angeles, 1998; "There Must Be Fifty Ways to Leave Your Troubles," Turnaround Management Association, 1998; "The Impact of State Court Decisions in Bankruptcy Court," Beverly Hills Bar Association, 2001. He has appeared as a panelist, addressing issues relating to "Bankruptcy in the Dot-Com Economy" and "Licensing Agreements: How to Draft and Enforce Them" for Law.Com Seminars; "Public Company Debtors and the SEC," American Bankruptcy Institute Bankruptcy Battleground West, 2003; "The 2005 Amendments to Bankruptcy Code Sections 546(c) and 547 – The Early Returns," Financial Lawyers Conference, 2008, and "Transfers of Intellectual Property," Southwestern Law School, Bankruptcy in the New Millennium, 2010.

Mr. Neale has consistently been named by *Los Angeles* magazine as one of its 100 "Super Lawyers" in the bankruptcy field.

PROFESSIONAL RESUME

RON BENDER is a founding and co-managing partner of the firm. With a large and diverse practice, Mr. Bender has successfully reorganized and sold numerous corporations and restructured the financial affairs of many individuals. Mr. Bender is widely regarded as a highly creative, results-oriented bankruptcy attorney who is able to tackle complex problems and develop and implement creative solutions. Mr. Bender has repeatedly been listed by "Super Lawyers" as one of the top 100 lawyers in Southern California in regional surveys of his peers. Mr. Bender received his undergraduate degree in Finance from the prestigious Wharton School of Business at the University of Pennsylvania in 1986 where he graduated first in his class (B.S. - summa cum laude), and then obtained his law degree from Stanford University Law School in 1989. During law school, Mr. Bender served as a judicial clerk for the Honorable Lloyd King, U.S. Bankruptcy Court, Northern District of California Bankruptcy Court. Since graduating from law school, Mr. Bender has worked solely in the areas of bankruptcy, insolvency and business reorganization, and has developed one of the largest bankruptcy, insolvency and restructuring practices in Southern California, including the representation of debtors, creditors, committees, creditors, purchasers of businesses, and assignees in the context of assignments for the benefit of creditors. Mr. Bender's incredibly broad Chapter 11 debt or experience includes the representation of Materhorn Group (a large manufacturer of novelty ice cream products which was sold), Eat Burger (a well-known chain of hamburger restaurants which were sold), Westliff Medical Laboratories (an owner and operator of 170 patient service center laboratories and labs throughout California with \$95 million of annual revenue and 1,100 employees which was recently sold for \$57.5 million), LifeMasters Supported Selfcare (a national disease management company with annual revenue of \$60 million which was sold), Bodys in Motion (a chain of fitness facilities which was sold for approximately \$10 million), Max Equipment Rental (an equipment rental company which successfully reorganized), Nelson & Associates (a manufacturer representative in the electric industry which successfully restructured its debt), Downs Building (a large furniture manufacturer), Driffill Construction (a plastering company which successfully reorganized), Lemas Beauty (a manufacturer of beauty's daily products which was sold), Paragonart Sculpting (a large sculpting and art company which was sold), Alphacell Supply (a national chain of party supplies which was successfully reorganized), Waterbury Mutual, Amco, Chaparral, Busbar, Art (an auction house and company which was sold), Opeta, Highway, Ward, Ward, Ward, Ward.



RON BENDER

rb@lnbyb.com

RON BENDER
PROFESSIONAL RESUME



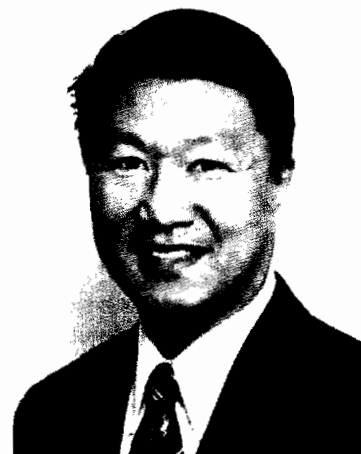
equipment manufacturer, which was sold for \$17 million); Kyrate Israel, a laptop manufacturer of notebooks and tablet devices, which was sold; Small World Toys (a toy company which was sold for approximately \$16 million); Intervisage (a children's book company which was sold for approximately \$16 million); LightPointe Communications (a manufacturer of wireless networking equipment which successfully reorganized); Hercia (a large drive importer and distributor which successfully reorganized); Krispy Kreme (an owner and operator of Krispy Kreme Doughnut Stores which successfully reorganized); Pleasant Gate (an owner and operator of skilled nursing facilities with annual revenue of approximately \$200 million which was sold for approximately \$17 million); Aura Systems (a publicly traded manufacturer of a mobile power generator which successfully reorganized); Sage GameWorks (a retail entertainment based company operating under the name of GameWorks, with \$66 million of annual revenue, which was sold for approximately \$8 million); Alliant Protection Services (a commercial and residential alarm services company with 16,000 customers, which was sold for \$14.5 million); The Walking Company (a national chain of 101 retail stores selling specialty shoes and footwear, which successfully reorganized involving \$22 million of cash, debt and stock); Shoe Paycom (a chain of 117 retail stores selling off-price footwear with locations in the Western and Southwestern United States, which was sold); Gardco Networks (a publicly traded company engaged in the business of providing networking infrastructure for storage and data management, where one division was sold for \$6.5 million, and the balance of the company successfully reorganized); State Line Hotel; State Line Casino; Jin's Enterprises (two hotels and casinos located in West Wendover, Nevada known as the State Line Hotel and Casino and the Silver Smith Hotel and Casino, which were sold for \$80 million); Management Action Programs (a management consulting firm that successfully reorganized); Easyriders and Paisano Publications (publicly traded publishers of thirteen national magazines, which were sold for \$12.5 million); Clifford Electronics (a manufacturer of automotive after market and original equipment manufacturer security systems and components, primarily for automobiles, with annual sales of \$10 million, which was sold for \$20 million); Chorus Line Corporation; and Garden of Eatin's; Inclusys (one of the largest apparel companies in the country with annual sales of \$100 million, which was purchased in Chapter 11 liquidation); Axxis (a manufacturer of computer systems with sales of over \$10 million, which was sold for \$2.5 million); Chained Supermarkets; and Star Mart (a retail food store chain of over 100 stores, which was sold for \$1.5 million).

RON BENDER
PROFESSIONAL RESUME

California that successfully reorganized) Association of Volleyball Professionals (professional beach volleyball league sold in Chapter 11) Luise's Trattoria (chain of 16 Italian food restaurants with \$30 million in annual revenue sold in Chapter 11 for \$7 million) Westward Ho Markets (a supermarket chain with \$40 million of annual revenue and \$20 million of debt which was restructured through a confirmed Chapter 11 reorganization plan) Special Effects Unlimited (one of the largest providers of special effects in the movie industry which was restructured through a confirmed Chapter 11 reorganization plan) Santa Barbara Aerospace (a heavy aircraft maintenance facility located at the former Norton Air Force base in San Bernardino, California which was restructured and sold) Manchester Center (a 1.5 million square foot shipping center in Fresno, California which was sold for \$25 million) Marbella Golf and Country Club (a golf and country club located in San Juan Capistrano which successfully reorganized) Southwest Hospital (an acute care hospital located in Riverside which successfully reorganized) Servat Packaging Industries (a contract packaging company which was sold) Polaris Networks (a telecommunications networks and software company which successfully reorganized) and Prestige Products (a distributor of aftermarket automobile accessories which was sold). A sampling of Mr. Bender's representation of creditors committees includes the representation of the creditors committee in the Chapter 11 bankruptcy case of Tigen America (a wholly-owned subsidiary of one of the largest computer manufacturers in the world located in Korea whose case is currently pending) and Robinson Golf Holdings (the owner of a large golf resort development project). Mr. Bender has also represented numerous real estate related debtors in Chapter 11. Mr. Bender also has extensive experience in the arena of assignments for the benefit of creditors.

PROFESSIONAL RESUME

TIMOTHY YOO specializes in commercial litigation and bankruptcy and is known for resolving difficult issues with creativity and efficiency. He consistently earns the highest marks in peer surveys, including an AV rating by Martindale-Hubbell and being designated repeatedly as a "Super Lawyer." He received his undergraduate degree in business from University of Southern California with honors in 1987 and his law degree from Loyola Law School with full merit scholarship in 1991. He completed a one-year clerkship with the Honorable Lisa Hill Fenning, U.S. Bankruptcy Judge for the Central District of California. In March, 1998, he was appointed to the Panel of Chapter 7 Bankruptcy Trustees. He also acts in numerous cases as a Chapter 11 Trustee, Bankruptcy Ombudsman, Liquidating Trustee and Chief Restructuring Officer.



TIMOTHY YOO
ty@lnbyb.com

PROFESSIONAL RESUME

MARTIN J. BRILL. Mr. Brill has devoted his over 35 years of practice exclusively to bankruptcy, insolvency and business reorganizations, with particular emphasis on complex reorganizations of publicly-held companies in a wide range of industries. Mr. Brill's expertise in the interplay between bankruptcy and securities laws has led to the successful reorganization of numerous publicly-held corporations and privately-held corporations desiring to go public, including Prism Entertainment Corporation (involving a reverse merger of the publicly-held film producer, Prism, with a privately-owned video retailer) Geo Petroleum, Inc. (successful Chapter 11 of publicly-held oil and gas company), Video City, Inc. (successful Chapter 11 for video retailer with over 75 locations involving issuance of securities for debt), and American Blood Institute, Inc. (successfully raised over \$1.2 million through complex debtor financing, allowing company to emerge as publicly-held plasma company, SeraCare, Inc.) Mr. Brill also has represented debtors, creditors, trustees, plan proponents, asset purchasers and creditors committees in a wide variety of diverse chapter 11 reorganization cases. For example, Mr. Brill was lead counsel in representing the chapter 11 debtor in Gateway Computer Systems (a multi-store retailer of computers and related equipment), the chapter 11 debtor in Primedex Health Systems, Inc. (successful pre-packaged plan confirmed in less than 45 days for diagnostic imaging company), 360 Global Wine Company and 360 Viansa, LLC (publicly held holding company and its operating wholly-owned subsidiary in the winery business in Sonoma, California), Aqua Dulce Vineyards, LLC (operating vineyard and winery in Los Angeles County), Copper King Mining Corporation and Western Utah Mining Company (public holding company and its wholly-owned operating subsidiary in the copper mining business), as well as the chapter 11 debtors in the hospital reorganization cases for Chino Valley Medical Center, Canyon Ridge Hospital, Lincoln Hospital Medical Center and the official creditors committees in Fields Aircraft Spares, Inc. (aircraft parts distributor), New Star Media, Inc. (publishing company), Henry Mayo Newhall Memorial Hospital (hospital), Daewoo Motor America, Inc. (Daewoo automobile distributor in the U.S.), Intercare Health Systems, Inc., Vista Hospital Systems, Inc. and Downey Regional Medical Center (hospitals), Ronco Corporation and Ronco Marketing Corporation (consumer products and marketing), and T-Asset.



MARTIN J. BRILL

mjb@lnbyb.com

MARTIN J. BRILL
PROFESSIONAL RESUME

Acquisition Corporation and its related entities (the owner of the *Terminator* film franchise). In addition, Mr. Brill has also handled numerous out-of-court workouts and restructurings, including the successful out-of-court debt restructuring for Carolco Pictures, Inc. Mr. Brill was admitted to the California Bar in 1972. His educational background is as follows: University of California at Los Angeles (B.A., *cum laude*, 1969; J.D., 1972); Associate Editor U.C.L.A. Law Review, 1971-1972; Co-Author, "Collective Bargaining and Politics in Public Employment," 19 U.C.L.A. Law Review 887, 1972. He is a member of the State Bar of California and a member of the Beverly Hills, Century City, Los Angeles County (Member, Sections on: Commercial Law; Bankruptcy) and American Bar Associations. He is currently serving on the Executive Committee of the Bankruptcy Section of the Beverly Hills Bar Association (Chairman from 2002-2003) and served on the Board of Directors of the Los Angeles Bankruptcy Forum. He is a member of the Financial Lawyers Conference and has lectured to various trade groups and bar associations on bankruptcy and related topics.

PROFESSIONAL RESUME

DAVID B. GOLUBCHIK born Kiev, Ukraine, January 10, 1971, admitted to bar 1996, California. Education: University of California, Los Angeles (B.A. 1992), Pepperdine University School of Law (J.D., 1996). Vice Chairman, Moot Court Board; Vice Magistrate, Phi Delta Phi International Legal Fraternity; American Jurisprudence Award in Business Reorganization in Bankruptcy. In addition to the State Bar of California, admitted to the U.S. District Court, Central, Southern, Eastern and Northern Districts of California. Law Clerk to the Honorable Thomas B. Donovan, United States Bankruptcy Court, Central District of California (1996-1997). Member American, California and Los Angeles Bar Associations, American Bankruptcy Institute (Board of Advisors), Financial Lawyers Conference, Los Angeles Bankruptcy Forum and Beverly Hills Bar Association (Executive Committee). Practice emphasizes bankruptcy, corporate insolvency and creditors' rights. Language: Russian.

Articles written by David Golubchik include: "Representing Closely Held Corporations in Bankruptcy: The Ethical Dilemma," Commercial Lawyers' Association Conference, November 1999; "Bankruptcy Law – A Debtor's Press Release," National Law Journal, May 29, 2000; "Taking a Piece of the Action in Bankruptcy," Bay Area Bankruptcy Forum Conference, June 6, 2000; "Bankruptcy Law – Unwinding Settlements," National Law Journal, October 23, 2000; "Bankruptcy Law – Involuntary Proceedings," National Law Journal, February 2, 2004; "The Rights Of A Lessee In A Lessor's Bankruptcy: Section 365(h) Of The Bankruptcy Code," Los Angeles Country Bar Association, Real Estate Subsection, March 25, 2004; and "Defending Nondischargeability Actions in Bankruptcy," Public Counsel, 2002-2004; "Outlooks and Strategies For Distressed Commercial Real Estate Loans," Grubb and Ellis presentation, May 14, 2009; "Chapter 11 Focus: Small Business and Single Asset Real Estate Cases," Los Angeles Country Bar Association, Commercial Law and Bankruptcy Subsection, January 27, 2010.



**DAVID B.
GOLUBCHIK**

dbg@lnbyb.com

PROFESSIONAL RESUME

EDUCATION

University of Maryland (B.A., 1971)
University of Maryland School of Law (J.D., 1974)

BAR ADMISSIONS

Maryland, 1974
California, 1976

Gary E. Klausner joined LNBYB as a senior partner in May 2014, from a senior shareholder position at Stutman, Treister & Glatt P.C. Mr. Klausner has exclusively practiced in the field of corporate restructuring and bankruptcy since 1976.

Mr. Klausner represents Chapter 11 debtors, secured and unsecured creditors, creditors' committees, trustees and receivers, licensors and franchisors, purchasers of assets out of bankruptcy cases and parties involved in litigation and appeals in connection with bankruptcy cases. He has handled cases involving a broad range of businesses and industries including manufacturing, retail, real estate development, hospitality and restaurants, aerospace, entertainment, health care, financial institutions, and transportation.

Mr. Klausner also has expertise in Chapter 9 of the Bankruptcy Code, which is designed for the reorganization of municipalities. He currently chairs the American Bar Association's Chapter 9 Subcommittee.

Mr. Klausner's significant engagements as debtor's counsel include Meruelo Maddux Properties, Inc. (Special Reorganization Counsel); Imperial Capital Bancorp., Inc.; Colorep, Inc.; International Union of Operating Engineers, Local 501; Mr. Gasket Co.; Prism Entertainment Corporation; Packaging Corporation of America; Super Shops, Inc.; Cannon Pictures; Maguire Thomas Partners; Fifth & Grand, Ltd.; ABC International Traders Inc.; Maxicare and Watts Health Foundation, Inc. dba UHP Healthcare.

Mr. Klausner was the lead lawyer in the Chapter 9 case of Valley Health System, in which he successfully confirmed a Chapter 9 Plan of Adjustment.

Mr. Klausner has represented creditors' committees in cases such as Consolidated Freightways, New Meatco, Westward Ho Markets, Naki Electronics, Prime Matrix, The Movie Group, American Restaurant Group ("Black Angus"), and Solidus Networks, Inc. Mr. Klausner has also represented principals involved in significant chapter 11 cases, such as EZ Lube, Rachel Ashwell Design, Inc. ("Shabby Chic"); and Comic Book Movies LLC.

In addition to client matters, Mr. Klausner has been actively involved and has held prominent positions in local and national professional organizations and bar associations. Mr. Klausner is a member of the Board of Governors of the Financial Lawyers Conference and served as its President



GARY E. KLAUSNER

gek@lnbyb.com

Honors and Recognitions

Selected Super Lawyers (Bankruptcy & Creditor/Debtor Rights) 2004-12

Selected Southern California's Best Lawyers in America 2011-12

Publications/Press

"Section 111(b) "Look Before You Leap." 2 Bankruptcy Study Group Journal 15 (1986)

"Chapter 11: The Bank of Last Resort." The Business Lawyer November 1989 Vol. 45 No. 1

"The New Bankruptcy Rules " 4 Bankruptcy Study Group Journal 64 (1987)

Speaking Engagements

Panelist "Bank Holding Company Bankruptcies," ABI Battleground West 2012

Panelist "Municipal Bankruptcies," ABI Battleground West 2011

Panelist "Municipal Bankruptcies," ABA Fall Meeting Business Law Section 2010

PROFESSIONAL RESUME, CONT...

from 1993 through 1994. He is a Board member of the Los Angeles Bankruptcy Forum (serving as its President in 2003-2004), a member of the American Bar Association, Section on Business Law, where he chaired a task force on The Economics of Chapter 11 Practice, chaired the Subcommittee on Bankruptcy Fraud, Crimes and Abuse of the Bankruptcy Process and currently chairs the Chapter 9 Subcommittee. He is a member of the Los Angeles County Bar Association, where he has served as a member of the Executive Committee of the Commercial Law and Bankruptcy Section as well as being Vice-Chair of the Section's Bankruptcy Committee.

In 2010, Mr. Klausner was elected as a Fellow of the American College of Bankruptcy, and in 2012, Mr. Klausner was recognized as "Bankruptcy Lawyer Of The Year" by the Century City Bar Association.

Mr. Klausner has also served as a Lawyer Representative to The Ninth Circuit Judicial Conference and currently chairs the United States District Court Standing Committee On Attorney Discipline.

Mr. Klausner speaks frequently on subjects involving bankruptcy and commercial law and has published numerous articles on bankruptcy-related topics.

He is a member of the bar of the states of California and Maryland, and is admitted to practice before the United States Supreme Court, the United States Courts of Appeals for the Ninth Circuit, and the United States District and Bankruptcy Courts for the Central District of California.

Mr. Klausner received his J.D., with honors, from the University of Maryland School of Law in 1974, where he served on the editorial staff of the University of Maryland Law Review from 1972-3. He received his B.A. from the University of Maryland in 1971.

PROFESSIONAL AFFILIATIONS

Financial Lawyers Conference (President, 1993-1994, Member of the Board of Governors)
Los Angeles Bankruptcy Forum (President in 2003-2004)
American Bar Association (Section on Business Law, Chair of the Subcommittee on Bankruptcy Crimes, Fraud and Abuse, 2005)
Ninth Circuit Judicial Conference (2007-2009)
United States District Court, Central District, Standing Committee on Attorney Discipline, Chair 2011-Present
American Bar Association Section on Business Law, Chair of the Subcommittee on Chapter 9, 2011-Present
Honors and Recognitions
Selected Super Lawyers (Bankruptcy & Creditor/Debtor Rights) 2004-12
Selected Southern California's Best Lawyers in America, 2011-12

KEY REPRESENTATIONS

Debtor Representations

Colorep, Inc.
International Union of Operating Engineers, Local 501
St. Tropez Capital, Inc.
Mr. Gasket Co.
Prism Entertainment Corporation
Packaging Corporation of America
Super Shops, Inc.
Maguire Thomas Partners, Fifth & Grand, Ltd.
ABC International Traders, Inc.
Maxicare, HMO
Watts Health Foundation, Inc., dba UHP
Healthcare, HMO
Valley Health System, Healthcare District
Imperial Capital Bancorp., Inc.
Mereulo Maddux Properties, Inc.

Committee Representations

New Mealco
Consolidated Freightway
Westward Ho Markets
Naki Electronics
Prime Matrix
Stan Lee Media
American Restaurant Group, Inc.

Significant Creditor/Party In Interest Representations

Cannon Pictures, Inc.
Georgia Pacific Corporation
Cal Worthington
Columbia TriStar
Fox Family Worldwide
MCI Telecommunications Corporation
Paramount Pictures
Saban Entertainment
Sony Pictures, Inc.
The Walt Disney Company
Victor Valley Community Hospital
Rachel Ashvelli Design, Inc.
EZ Tube, Inc.

PROFESSIONAL RESUME

EDWARD M. WOLKOWITZ has focused on the areas of insolvency and commercial law during more than 30 years of practice. He has represented debtors, creditors, trustees, receivers and creditors committees in a wide variety of cases. He also serves as a chapter 11 and chapter 7 panel trustee in the Central District of California and as a receiver for the Los Angeles Superior Court. He has extensive experience in representing various interests in complex reorganization cases in a number of different and diverse industries and has also operated a number of businesses as a trustee and receiver. He has been involved in a number of cases that have made new law or clarified existing law in the Ninth Circuit, including: Wolkowitz v. FDIC, 527 F.3d 959 (9th Cir. 2008); Wolkowitz v. Beverly, 551 F.3d 1092 (9th Cir. 2008); In re Sylmar Plaza, LP, 314 F.3d 1070 (9th Cir. 2002); Wolkowitz v. American Research Corporation, 131 F.3d 788 (9th Cir. 1999); In re Moses, 167 F.3d 470 (9th Cir. 1999); Wolkowitz v. Shearson, Lehman Bros., 136 F.3d 655, cert. denied, 525 U.S. 826 (1998); In re Cheng, 943 F.2d 1114 (9th Cir. 1991); In re Qintex Entertainment, 950 F.2d 1492 (9th Cir. 1991); In re WLB RSK Venture, 296 B.R. 509 (Bankr. C.D. Cal. 2003).

Mr. Wolkowitz was on the faculty of Southwestern University Law School from 1978 to 1994, rejoining the faculty in 2001, teaching courses in bankruptcy, commercial transactions and business reorganization. He has also lectured extensively for the California Continuing Education of the Bar, and as a panelist in programs sponsored by the American Bankruptcy Institute, the Los Angeles Bankruptcy Forum, and the Beverly Hills Bar Association. Between 1994 and 2002, he served as a member of the City Council of Culver City, California, including two one-year terms as Mayor of Culver City.

Mr. Wolkowitz was admitted to the California Bar in 1976. His educational background is as follows: California State University, Northridge, (B.A., 1971); Southwestern University Law School (J.D., *cum laude*, 1975); The University of Michigan Law School (LL.M., 1976). His publications include: "Debtors Have New Weapons Against Involuntary Bankruptcy," *Journal of Corporate Renewal* 12 (December 2007); "Bankruptcy and Family



**EDWARD M.
WOLKOWITZ**

emw@lnbyb.com

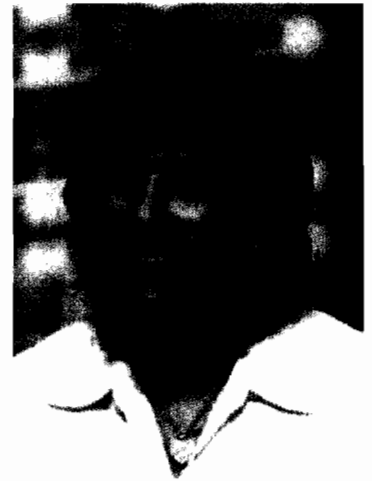
EDWARD M. WOLKOWITZ
PROFESSIONAL RESUME



Law, "A Marriage of Irreconcilable Differences", 24 *B.H. Bar J.* 83 (1990); "Insolvency and Bankruptcy," (Chapter 7) *California Family Law Service, Bancroft-Whitney* (1986); "Legislative Analysis--Land Use Proposals", 8 *Southwestern University Law Review* 216 (1976); "Land Use Controls: Is there a Place For Everything", 6 *Sw U.L. Rev.* 607 (1974). He is a member of the State Bar of California, the American Bar Association, Los Angeles County Bar Association, the Los Angeles Bankruptcy Forum, the Financial Lawyers Conference and the National Association of Bankruptcy Trustees. He has served as President and Vice President of the Los Angeles Bankruptcy Forum, the Editorial Board of the *California Bankruptcy Journal*, and, the Executive Committee of the Board of Governors of the Financial Lawyers Conference.

PROFESSIONAL RESUME

BETH ANN R. YOUNG, born Santa Monica, California, June 30, 1964; admitted to bar December, 1989, California. Admitted to the United States District Court, Central, Eastern, Northern and Southern Districts of California and the United States Court of Appeals for the Ninth Circuit. Education: University of California at Los Angeles (B.A., 1986); Loyola Law School (J.D., 1989). Member: California Bar Association, American Bar Association, Los Angeles County Bar Association, Century City Bar Association, Financial Lawyers' Conference and Los Angeles Bankruptcy Forum. Reported Decisions include San Paolo U.S. Holding Company v. 816 South Figueroa Company (1998) 62 Cal. App. 4th 1010, 1026; and Ziello v. First Federal Bank (1995) 36 Cal. App. 4th 321, 42 Cal. Rptr. 2d 251. Presenter: "Domestic Partnerships in California: Important New Rules Affecting Creditors," October, 2004.



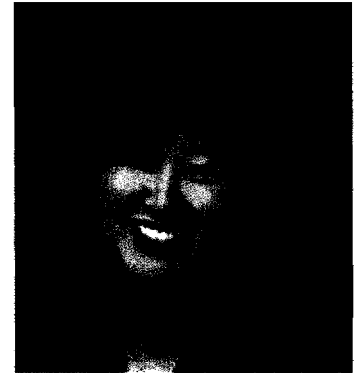
BETH ANN R.
YOUNG

bry@lnbyb.com

PROFESSIONAL RESUME

MONICA YOUNG KIM was admitted to the California Bar in 1995 after graduating from the University of California at Berkeley (B.A., 1991) and Hastings College of the Law (J.D., 1995). She was a Law Clerk to the Honorable Jane Dickson McKeag, U.S. Bankruptcy Judge, Eastern District of California, 1995-96. Ms. Kim has worked solely in the areas of bankruptcy, insolvency and business reorganization, and commercial and real estate transactions, representing debtors, creditors' committees, creditors, sellers and purchasers. She joined Levine, Neale, Bender, Yoo & Brill L.L.P. in 1996, and became a partner in 2004.

Ms. Kim is also involved in out-of-court restructuring transactions, including assignments for creditors, representing sellers/assignors, assignees and buyers. Her experience has included representation in retail, healthcare, entertainment, manufacturing, real estate, service and technology. She has been named to the "Rising Star" listing of Southern California attorneys each year since 2005, in annual surveys of her peers. Ms. Kim is a member of the American Bar Association, Los Angeles County Bar Association, Century City Bar Association, Women Lawyers Association of Los Angeles, and the Korean American Bar Association, and is admitted to the Central, Eastern, Northern and Southern Districts of California.



MONICA
YOUNG KIM
myk@lnbyb.com

PROFESSIONAL RESUME

PHILIP A. GASTEIER'S more than 30 years of practice has included a broad range of bankruptcy and insolvency representation, including Chapter 11 debtors, trustees in Chapter 7 and Chapter 11 cases, creditors, committees, buyers, landlords and parties to executory contracts, with particular emphasis on complex reorganizations and structuring transactions.

In his first decade of practice in Philadelphia, Mr. Gasteier successfully represented landlords and purchasers of leasehold interests in large cases such as Food Fair and Lionel, and participated in preparation of materials for presentation to Congress in connection with hearings leading to the Shopping Center Amendments to the Bankruptcy Code in 1984. He counseled extensively in connection with insolvency and bankruptcy aspects of commercial leases for shopping centers and retail chains, and authored "Shopping Centers As Utilities Under the Bankruptcy Code," *Shopping Center Legal Update*, Summer, 1983. Mr. Gasteier also provided insolvency counseling in connection with bond and other securities transactions. Mr. Gasteier was involved in representation of creditor or equity committees in matters including Franklin Computer, Manson-Billard Industries and Monroe Well Service, Inc. Debtor representation included Motor Freight Express, a multi-state motor carrier, and Dublin Properties.

Mr. Gasteier's practice in Los Angeles has included entertainment and other intellectual property matters, such as Fries Entertainment, Inc., Qintex Entertainment, Inc., and Hal Roach Studios, Inc., where he was primarily responsible for structuring and confirming chapter 11 plans, as well as representation of Carolco Pictures, Inc. and Paramount Studios. He has provided specialized insolvency counseling and litigation support in connection with numerous transactions, licenses and other entertainment contracts. Mr. Gasteier argued In re: Qintex Entertainment, Inc., 950 F.2d 1492 (9th Cir. 1991) to the Ninth Circuit U.S. Court of Appeals, a principal case establishing the executory contract analysis applicable to copyright licenses, and determining that participation rights constitute unsecured claims. Other debtor representation has included Cume Technologies, Inc., Waylen, Inc., Ocean Trails L.P., Superior East Freight, Inc., and B.U.M.



PHILIP A.
GASTEIER
pag@lnbyb.com

PHILIP A. GASTEIER
PROFESSIONAL RESUME



International, Inc. Mr. Gasteier has been involved in creditor committee representation in cases such as House of Fabrics, California Pacific Funding, Ltd., Condor Systems, Inc. and Chase Technologies, Inc.

Mr. Gasteier is a graduate of the Law School of the University of Pennsylvania (J.D. 1977) and the Ohio State University (B.A. 1974). He was admitted to the Pennsylvania Bar in 1977 and to the California Bar in 1987. He is also a member of the bar of the United States District Court, Central, Eastern and Northern Districts of California, the U.S. District Court, Eastern District Court of Pennsylvania, and the Ninth and Third Circuit Courts of Appeals. He is a member of the American Bankruptcy Institute, the American Bar Association, the State Bar of California, the Century City Bar Association, the Financial Lawyers Conference and the Los Angeles County Bar Association, where he served as a member of the Bankruptcy Sub-Committee of the Section on Commercial Law and Bankruptcy from (1990-1992). He has been active in civic affairs, and is a past President (2008-2009), Vice President (2006-2008) and Board Member (2004-2009) of the Greater Griffith Park Neighborhood Council, an official body of the City of Los Angeles.

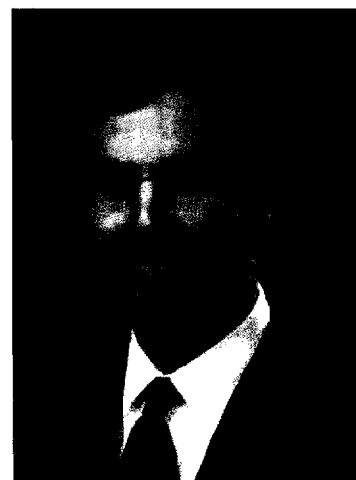
PROFESSIONAL RESUME

DANIEL H. REISS, a partner at Levene, Neale, Bender, Yoo & Brill L.L.P. ("LNBYB"), has specialized in the area of bankruptcy and insolvency for over two decades. Before entering the legal field, Mr. Reiss started his professional career at KPMG (then Peat, Marwick and Mitchell) and became a Certified Public Accountant specializing in tax structuring in mid-market and entrepreneurial businesses. Mr. Reiss graduated from California State University, Northridge, summa cum laude, B.S., Business Administration in 1984. Mr. Reiss's business education and background is of significant importance in dealing with the complex financial issues facing distressed business situations.

Armed with practical business knowledge, Mr. Reiss decided to pursue a career in law and graduated in 1990 from Loyola University Law School where he was a staff writer and notes editor of the Law Review, president of Phi Delta Phi legal honor fraternity, and was a member of the St. Thomas More Honor Society.

Mr. Reiss joined LNBYB in November 2000. Mr. Reiss is a member of the executive committee of the Bankruptcy Section of the Beverly Hills Bar Association, and is a member of the Los Angeles Bankruptcy Forum, Financial Lawyers Conference and the Los Angeles County Bar Association. He was honored in as a "Super Lawyer" 2006, 2007 and 2010 "Super Lawyer" in a region-wide survey, an honor bestowed on only 5% of Southern California attorneys.

Mr. Reiss's bankruptcy experience extends to cases and distressed situations involving public utilities, healthcare, retail, aviation, hospitality, real estate, bio-tech and general manufacturing. Mr. Reiss regularly represents debtors, creditor committees, secured creditors, bankruptcy trustees and buyers of distressed assets and companies. Mr. Reiss is a frequent speaker before trade and legal groups, and is a nationally published author on bankruptcy issues.



DANIEL H. REISS

thr@lnbyb.com

DANIEL H. REISS
PROFESSIONAL RESUME

Mr. Reiss's published articles include:

"Bankruptcy Battlegrounds in Franchising", Franchise Law Insider, 3rd Quarter 2005

"Assignment of Leases", National Law Journal, Winter 2006

"Travelers Cas - Part II", National Law Journal, Winter 2007

"Single-Asset Real Estate", National Law Journal, Summer 2008.

"D&O Moves to the Forefront in Bankruptcy Cases", National Law Journal, Summer 2009.

"Protecting Interests in the Event of Tenant Bankruptcies", National Law Journal, Spring 2010

Mr. Reiss's speaking engagements include:

"Franchise Issues in Bankruptcy", Spring, 2004, Franchise Business Network.

"Hostile Takeovers in Bankruptcy Cases", Credit Managers Association

"Bankruptcy Battlegrounds in Franchising", Fall, 2009, Southern California Franchise Business Network.

"Directors and Officers Litigation in Bankruptcy", Spring, 2008, Turnaround Management Association and Beverly Hills Bar Association

"Healthcare Business Bankruptcies", Spring 2009, Los Angeles County Bar Association, Healthcare Law and Commercial Law And Bankruptcy Sections

PROFESSIONAL RESUME

TODD A. FREALY, a partner of the firm, represents Chapter 7 trustees throughout Southern California in all aspects of case administration and litigation. Mr. Frealy also represents banks, landlords and other creditors in contested Chapter 11 cases and adversary proceedings. Mr. Frealy is a graduate of Southwestern University School of Law (J.D. 1998) and the University of California, Los Angeles (B.A. 1995). During law school he was an extern to the Honorable Mitchell R. Goldberg and Honorable Arthur M. Greenwald, U.S. Bankruptcy Judges for the Central District of California. After law school, he clerked for the Honorable David N. Naugle, U.S. Bankruptcy Judge, Central District of California, Riverside Division (1998-2000). Mr. Frealy is a member of the Board of Directors for the Inland Empire Bankruptcy Forum and was formerly a member of the Southwestern University School of Law Alumni Board of Directors (September 2006 to June 2009). He is also a member of the Los Angeles County Bar Association and the Los Angeles Bankruptcy Forum. In 2009 and 2010, Mr. Frealy was recognized as a "Rising Star" by *Super Lawyers* magazine. He was admitted to the California Bar in 1998, and is admitted to the Central, Eastern, Northern and Southern Districts of California.

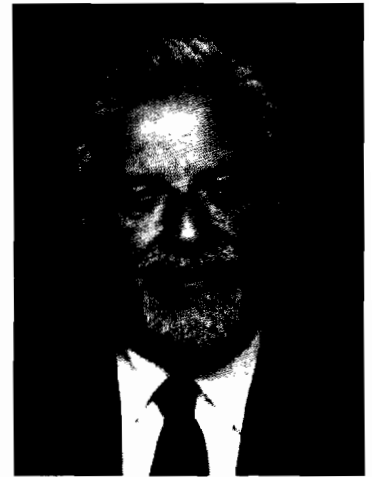


TODD A. FREALY
taf@lnbyb.com

Articles written by Mr. Frealy include: "Dazed and Confused", *California Bankruptcy Court Reporter*, Vol. 4, No. 3, March 2000 (Dischargeability of student loans and the "undue hardship test"); "Finding the Key", *California Bankruptcy Court Reporter*, Vol. 4, No. 6, June 2000 (How to Setoff Mutual Debts in Bankruptcy). In February 2010, Mr. Frealy appeared as a speaker at Southwestern Law Review's symposium on "Bankruptcy in the New Millenium".

PROFESSIONAL RESUME

IRV M. GROSS has practiced law in California for over 30 years. After graduating from the University of California at Los Angeles in 1968 (B.A., *Cum Laude*), Mr. Gross attended law school at Boalt Hall, University of California at Berkeley (J.D. 1972). After graduation from law school, Mr. Gross served as the law clerk for the Hon. Robert Firth, Judge of the United States District Court for the Central District of California. Following his clerkship, Mr. Gross joined the Los Angeles law firm of Simon & Sheridan, a firm prominent for its expertise in federal litigation. After becoming a partner at Simon & Sheridan, Mr. Gross joined Robinson, Wolas & Diamant, a highly regarded Los Angeles law firm specializing in insolvency and creditors' rights, and eventually became the head of the firm's litigation department. Mr. Gross' litigation practice has always been broad-based; he has represented individuals and major corporate clients, including McKesson Corp., Chicago Title Insurance Company, 20th Century Fox Corp., Interstate Bakeries Corp., Nutro Products, Inc. and Allstate Financial, in business, commercial, real estate and employment litigation, including jury and non-jury trials. These include a successful eight-week jury trial in the Los Angeles Superior Court representing former bank directors sued for breach of fiduciary duty, and a successful two-week jury trial in the United States District Court defending a Fortune 100 company in a wrongful termination case. A significant part of Mr. Gross' practice involves the representation of bankruptcy trustees, chapter 11 debtors, and creditor committees and individual creditors in insolvency litigation, such as Mr. Gasket (public company in the automotive parts industry), Qintex Entertainment, Inc. (public company in the entertainment industry) and Condor Systems, Inc. (public company in the defense industry). Mr. Gross has also represented the prevailing parties in appeals in both state and federal courts. His published decisions include In re Rossi, 86 B.R. 220 (9th Cir. BAP 1988); First Pacific Bancorp., Inc. v. Bro. 847 F.2d 542 (9th Cir. 1988); In re Qintex Entertainment, Inc., 950 F.2d 1492 (9th Cir. 1991); Bergman v. Rifkind & Sterling, Inc., (1991) 227 Cal.App 3d 1380; In re Qintex Entertainment, Inc., 8 F.3d 1353 (9th Cir. 1993); In re Advent Management Corp., 178 B.R. 480 (9th Cir. BAP 1995); American Sports Radio Network, Inc., et al. v. Krause, 546 F.3d 1070 (9th Cir. 2008). Mr. Gross is a member of the Litigation and Prejudgment Remedies sections of the Los Angeles County Bar Association and the Litigation section of the American Bar Association. Mr. Gross has also served as a judge pro tem of the Los Angeles Superior Court.



IRV M. GROSS

img@lnbyb.com

PROFESSIONAL RESUME

JACQUELINE L. RODRIGUEZ-JAMES is a partner at Levine, Neale Bender, Yoo & Brill L.L.P., where she specializes in representing debtors and creditors in Chapter 11 bankruptcy cases and out-of-court restructurings as well as plaintiffs and defendants in business and bankruptcy litigation. A graduate of Loyola Marymount University, with an undergraduate degree in International Business, and the University of Southern California School of Law, Ms. James was an extern to the Honorable John Ryan of the United States Bankruptcy Court and the Bankruptcy Appellate Panel in 1997. She was admitted to the California Bar in 1998, and joined the firm in 2001. Her experience includes a wide range of industries, including but not limited to, entertainment, restaurants, retail, general manufacturing, construction, equipment rental, security, banking and health care. Her casework includes FAO Schwarz, the Walking Company, Britches of Georgetown, Inc., Stan Lee Media, Franchise Pictures, Les Deux Cafes LLC, Fatburger Restaurants, Alliant Protection Services, Inc., Pleasant Care Corporation, and Westcliff Medical Laboratories, Inc. She has also represented several high profile clients in individual bankruptcy cases and out-of-court restructurings. The published author of several legal articles, Ms. James is a member of the American Bankruptcy Institute, the Financial Lawyers Conference, the National Association of Trial Attorneys and several bar associations. She has been voted a "Rising Star" in a poll of her peers in Southern California each year since 2006. She is fluent in Spanish and conversational in French.

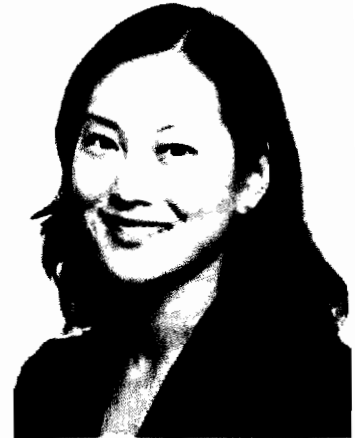


**JACQUELINE L.
RODRIGUEZ-JAMES**

jj@lnbyb.com

PROFESSIONAL RESUME

JULIET Y. OH is a partner at Levine, Neale, Bender, Yoo & Brill L.L.P., representing individuals and corporations in Chapter 11 bankruptcy cases, out-of-court restructuring proceedings and bankruptcy litigation proceedings. She has been voted a "Rising Star" in a poll of her peers in Southern California each year since 2006. Ms. Oh has recently represented Chapter 11 debtors Franchise Pictures LLC, *et al.* / Fatburger Restaurants, Shoe Pavilion, Central Metal, Inc., Bodies In Motion, Inc., and the Official Committee of Unsecured Creditors of Halcyon Holding Group. Prior to joining the firm in 2003, Ms. Oh specialized in the representation of individuals in Chapter 7 and Chapter 13 cases and worked as an extern with the Office of the U.S. Trustee, Central District of California. Ms. Oh is a graduate of Stanford University and obtained her law degree from University of California Los Angeles. She was admitted to the California Bar in 2000, is a member of the Korean American Bar Association, California Bankruptcy Forum and Los Angeles Bankruptcy Forum.



JULIET Y. OH
jyo@lnbyb.com

PROFESSIONAL RESUME

TODD M. ARNOLD has been with LNB&B since 2003. Mr. Arnold specializes in corporate and high net worth individual reorganizations and bankruptcy litigation. Mr. Arnold has served as counsel in several major reorganization cases and in hundreds of avoidance actions. Mr. Arnold joined LNB&B after serving as an extern and a law clerk to the Honorable Thomas B. Donovan, United States Bankruptcy Judge. He has been voted a "Rising Star" in a poll of his peers in Southern California each year since 2006. A native of Sacramento, Mr. Arnold graduated from the University of California, Los Angeles with a B.A. in English and Loyola Law School, Los Angeles, *cum laude*, with a Juris Doctor degree and as a member of the Order of the Coif.



TODD M. ARNOLD
tma@lnbyb.com

PROFESSIONAL RESUME

MICHELLE SHARONI GRIMBERG, born and raised in Israel, was an associate at Loeb & Loeb and Bingham McCutchen, prior to her joining LNBY&B. Ms. Grimberg specializes in complex business litigation arising before and during the bankruptcy reorganization process, in both state and federal court. Ms. Grimberg handles all phases of litigation. Ms. Grimberg has repeatedly been listed as a "Rising Star" in region-wide peer surveys, an honor reserved on only a small percentage of Southern California attorneys. Ms. Grimberg graduated from University of California - Irvine, with a double major in Psychology and Criminology, with honors. She then attended University of California Hastings College of the Law where she obtained her Law Degree. Ms. Grimberg was admitted to the California Bar in 2001.



MICHELLE
SHARONI
GRIMBERG

msg@lnbyb.com

PROFESSIONAL RESUME

ANTHONY A. FRIEDMAN specializes in the representation of debtors in reorganizations and liquidations and Chapter 7 and Chapter 11 Trustees, bankruptcy litigation, State Court litigation, and creditors committees. Mr. Friedman is admitted to practice before all the Courts of the State of California, the United States District Court, Central, Eastern, Northern and Southern Districts, the Ninth Circuit Court of Appeals and the United States Supreme Court. Mr. Friedman received his Juris Doctor degree from the University of La Verne School of Law in 1999 and his Bachelor of Arts degree from the University of California at San Diego in 1992. Prior to joining Levene Neale Bender Yoo & Brill LLP, Mr. Friedman was a judicial extern for the Honorable Kathleen Thompson, United States Bankruptcy Judge, Central District of California, an associate at Weinstein, Eisen & Levine, an associate at Weintraub & Aver, LLP, and most recently at Moldo Davidson Fraioli Seror & Sestanovich LLP. Mr. Friedman is a member of the American Bankruptcy Institute, the Los Angeles County Bar Association, the Los Angeles Bankruptcy Forum, the California Bankruptcy Forum, the Financial Lawyer's Conference, the Commercial Law League of America, the Beverly Hills Bar Association and the San Fernando Valley Bar Association. Mr. Friedman is also a volunteer in the Public Counsel Law Center Bankruptcy pro bono project.



**ANTHONY A.
FRIEDMAN**

aaf@lnbyb.com

PROFESSIONAL RESUME

KURT RAMLO, a Los Angeles native, provides restructuring advice to business organizations facing financial distress. His practice includes guiding organizations through out-of-court and chapter 11 reorganizations, as well as related transactions and litigation. He routinely provides advice on structuring cutting-edge transactions on behalf of public and private debtors, foreign representatives, receivers, shareholders, plan sponsors, third-party acquirers, secured and unsecured creditors, creditors' committees and post-petition lenders, as well as other restructuring professionals. A former Assistant United States Attorney, Mr. Ramlo also has extensive trial and commercial litigation experience in bankruptcy and federal district courts. His representative chapter 11 matters include advising the debtors in NexPrise, Inc.; Hingham Campus; Minor Family Hotels; Delphi Corporation; Refco; Blue Bird Body Company (prepackaged plan); Friedman's Jewelers; First Virtual Communications; Kmart Corporation; ZiLOG, Inc. (prepackaged plan); Stone & Webster; Wilshire Center Marketplace (Ambassador Hotel); Washington Group; and Furr's Supermarkets; the foreign representatives in Flightlease Holdings and SunCal; the receiver in private equity management group; equity stockholders or plan sponsors in Charter Communications; Crescent Jewelers; Oregon Arena Corporation; Old UGC; and Clift Holdings (The Clift Hotel); asset purchasers and bidders in Medical Capital Holdings; Variety Arts Theatre; Chef Solutions Holdings; People's Choice Financial Corporation; Sun World; The Walking Company; Centis; and iSyndicate; estate professionals in General Growth Properties and Leap Wireless, and creditors in Cocopah Nurseries; One Pelican Hill North, L.P.; McMonigle Residential Group; Contessa Premium Foods; LBREP/L-Lehman SunCal Master I, LLC; Phoenix Coyotes; GTS 900 F (Concerto); Cupertino Square; American Home Mortgage; Trump Casinos; Consolidated Freightways; Loral Space & Communications; Leap Wireless; DirecTV Latin American; Northwestern Corporation; Airwalk; Centis; Regal Cinemas; eToys; Excite/At Home Corporation; Paracelsus Healthcare; and the creditors' committee in Hamakua Sugar Company. Litigation matters include CanAm Capital Holdings (Ponzi scheme fraudulent transfer action); Lyondell Chemical (New York LBO fraudulent transfer action); Linens N Things (preference); patent holder (obtaining stay pending appeal of \$112 million judgment); S&W Bach (New York fraudulent transfer action); One Pelican Hill North (California lender liability); Lost Lakes (Washington lender liability); satellite dish provider (piracy and dischargeability); Prum (lender liability); Spansion, Inc. (transfer pricing dispute); Delphi (Michigan state tax litigation); vendor litigation; Refco (Swiss securities litigation); Old UGC (\$3.7 billion breach of merger action); Airwalk (debt recharacterization trial).



KURT RAMLO
kr@lnbyb.com

PROFESSIONAL RESUME

various action representing the United States (Medicare fraud and dischargeability, surety bond enforcement; loan and guaranty enforcement; wrongful foreclosure litigation; enforcement of criminal fines and restitution orders). Published decisions issued in matters litigated by Mr. Ramlo include United States Pac. Ins. Co. v. United States Dep't of Interior, 70 F. Supp. 2d 1089 (C.D. Cal. 1999); Secretary of HUD v. Sky Meadow Assoc., 117 F. Supp. 2d 970 (C.D. Cal. 2000); Yunis v. United States, 118 F. Supp. 2d 1024 (C.D. Cal. 2000); and United States Dep't of Educ. v. Wallace (In re Wallace), 259 B.R. 170 (C.D. Cal. 2000).

He is a co-author of "American Bankruptcy Reform and Creativity Prompt the In re Blue Bird Body Company One-Day Prepackaged Plan of Reorganization," International Corporate Rescue, Kluwer Law International (London) (December 2006), included in Expedited Debt Restructuring: An International Comparative Analysis, Rodrigo Olivares-Caminal ed., Kluwer Law International (The Netherlands) (2007). In 1993, Mr. Ramlo obtained his law degree from the University of California, Davis and in 1990 a Bachelor of Music degree, with a concentration on music performance on bassoon, from California State University, Northridge.

PROFESSIONAL RESUME

EVE H. KARASIK is a business restructuring and bankruptcy attorney who focuses her practice on the representation of business entities in a variety of industries. In addition to representing corporate debtors, Ms. Karasik has represented creditors' committees, equity committees, post confirmation liquidating trusts and Bankruptcy Code section 524(g) trusts, and significant creditors and litigation parties in cases pending around the country. She began her legal career at Stutman, Treister & Glatt P.C., a nationally-recognized bankruptcy boutique where she practiced until May 1, 2014 when the firm had to close its doors. She spent one year thereafter managing the Los Angeles office of Gordon Silver, a multi-practice firm with primary offices in Nevada.

Ms. Karasik has a breadth of experience representing entities in wide variety of industries, with significant expertise in gaming, retail, and the food and beverage industry, among others. Some of her Debtor representations of note include: Imperial Capital Bancorp. Inc. (San Diego, CA, *Bank Holding Company*), Utah 7000, LLC, et al (Salt Lake City, UT, *Luxury Real Estate Development*), Resort at Summerlin, et al (Las Vegas Nevada, *Gaming*), Gold River Hotel & Casino, et al (Las Vegas, Nevada, *Gaming*), Falcon Products, Inc., et al (St. Louis, MO, *Furniture Manufacturer*), Clark Retail Group, et al (Chicago, IL, *Gas Station and Convenience Stores*), MJ Research, Inc. (Reno, NV, *Bio Tech*), Cell Pro. (Seattle, Washington, *Bio Tech*), and U.S. Aggregates, Inc., et al (Reno, NV, *Mining*). Her creditor and equity committee representations include Circus and Eldorado Joint Venture, et al. (Reno, NV, *Gaming*), Riviera Holdings Corporation, et al. (Las Vegas, NV, *Gaming*), Eurofresh, Inc., et al (Phoenix, AZ, *Food Producer and Distributor*), USA Capital First Trust Deed Fund (Las Vegas, NV, *Real Estate Investment Fund*), Aladdin Gaming, Inc. (Las Vegas, NV, *Gaming*), New Meatco Provisions, LLC. (Los Angeles, CA, *Protein Distribution*) and Amerco (Reno, NV, *Retail/Trucking*).

Ms. Karasik has also served as counsel to the Trustee in the Securities Investor Protection Corporation liquidation proceeding of W.S. Clearing, Inc. (Los Angeles, CA, *Securities Clearinghouse*), counsel to the Examiner in the Fontainebleau Las Vegas Holdings, LLC, et al. (Miami, FL, *Gaming*), and counsel to the J.T. Thorpe Settlement Trust, the Thorpe Insulation Company Settlement Trust, Plant Insulation Settlement Trust, and the Western Asbestos Settlement Trust (Reno, NV, *Section 524(g) Bankruptcy Trusts*).

Ms. Karasik has received several awards in her field, including the Century City Bar Association Bankruptcy Attorney of the Year for 2015, and the Turnaround Managers Association' 2007 Large Company Transaction of the Year' award for her work on the U.S.A. Commercial Mortgage Company Chapter 11 Cases. She is also been named as a Southern California States Super Lawyers', 2012-2015 for Bankruptcy & Creditor/Debtor Rights, Best Lawyers in America', Bankruptcy and Creditor/Debtor Rights Law - 2007-2015; and 'AV/Preeminent Attorney' as rated by Martindale-Hubbell', 5.0 out of 5.0.



EVE H. KARASIK

ehk@lnbyb.com

Ms. Karasik is active in various organizations, including:

- American Bankruptcy Institute, Board of Directors (2015); Bankruptcy Battleground West Conference, Co-Chair (2012-2015); Ethics and Compensation Subcommittee, Education Director, 2014-15; Newsletter Editor, 2012-2014.
- Los Angeles Bankruptcy Forum, Board Member 2014-2015; Membership Committee.
- State Bar of California, Business Law Section, Member.
- State Bar of California, Insolvency Law Committee, Member, 2005-2006.
- LA County Bar Association, Commercial Law and Bankruptcy Section, Member.
- International Women's Insolvency and Restructuring Confederation (IWIRC), Member.
- Women Lawyers Association of Los Angeles, Former Executive Committee Member.
- Turnaround Managers Association (TMA), Awards Committee, Member, 2009-2011.
- TMA Distressed Investing Conference Planning Committee, Member, 2010-2014.

PROFESSIONAL RESUME, CONT...

Ms. Karasik has appeared as a speaker on the following topics before the following organizations:

- American Bankruptcy Institute, Spring Meeting 2015: Trustee Selection in Commercial Bankruptcy Cases
- Los Angeles Bankruptcy Forum: LLCs in Bankruptcy: Tricks and Traps (or Points of Leverage and Lurking Dangers), April 20, 2015
- American Bankruptcy Institute, Spring Meeting 2014: The Ever-Changing Roles of Committees
- American Bankruptcy Institute, Webina, July 15, 2013: The Section 1111(b) Election, Plan Feasibility and Cramdown Issues
- American Bankruptcy Institute, Spring Meeting 2013: The Section 1111(b) Election, Plan Feasibility and Cramdown Issues
- American Bankruptcy Institute, Southwest Bankruptcy Conference, 2011: Great Debates -- Third Party Injunctions in Chapter 11 Plans
- American Bankruptcy Institute, Spring Meeting 2011: Ethics and Professional Compensation: Actions to Avoid and Recover Fees
- American Bankruptcy Institute, Southwest Bankruptcy Conference, 2009: Great Debates -- Administration of Administratively Insolvent Estate for the Benefit of a Secured Creditor
- American Bankruptcy Institute, Spring Meeting 2009: Great Debates -- Sale of Assets Free and Clear of Liens Over the Objection of the Secured Creditor
- CRG Winter Conference, 2009, Panel Discussion -- Guide for Operating in the Zone of Insolvency
- American Bankruptcy Institute, Southwest Bankruptcy Conference, 2008: Claims Trading, Fiduciary Duties and Other Pesky Committee Issues
- American Bankruptcy Institute, Winter Leadership Meeting, 2006: Fibermark -- New Duties and Beyond -- Ethical Problems of Committee Membership and Representation in a Hedge Fund World
- American Bankruptcy Institute, Spring Meeting 2004: Successor Liability Revisited -- Recent Developments and Trends

Ms. Karasik received her B.A., with High Honors in History, from the University of California, Berkeley in 1984, and her J.D. from the University of Southern California Law School (Gould School of Law), Order of the Coif, 1991. She was admitted to the California Bar in 1991. She was admitted to the Ninth Circuit Court of Appeals in 1991, the United States District Court for the Central and Northern Districts of California in 1991 and 1992, and the Southern and Eastern Districts of California in 1994. She has also practiced extensively in Federal Courts throughout the country including in Nevada, Arizona, Utah, Delaware, Washington, Illinois, Missouri, Arizona and Florida.

PROFESSIONAL RESUME

CARMELA T. PAGAY, a partner at LNB&B, specializes in representation of debtors in reorganizations and liquidations, creditor committees, and Chapter 7 and Chapter 11 trustees, and bankruptcy litigation. Ms. Pagay received her Bachelor of Arts Degree in Political Science from the University of California, Los Angeles in 1994, and her Juris Doctor from Loyola Law School, Los Angeles in 1997, where she was Senior Production Editor of the Loyola of Los Angeles International and Comparative Law Journal. Ms. Pagay is admitted to practice before the United States District Court, Central, Eastern, Northern, and Southern Districts, the Ninth Circuit Court of Appeals, and the United States Supreme Court. She is currently a member of the Beverly Hills Bar Association, Bankruptcy Section Executive Committee, the Los Angeles County Bar Association, and the Women Lawyers Association of Los Angeles, and is also an editorial board member of the *Los Angeles Lawyer* magazine.



**CARMELA T.
PAGAY**

ctp@lnbyb.com

PROFESSIONAL RESUME

JOHN-PATRICK M. FRITZ joined LNBYB as an associate in 2009. Prior to joining the firm, Mr. Fritz served for two years as law clerk to the Honorable Maureen A. Tighe, United States Bankruptcy Judge for the Central District of California. Mr. Fritz graduated *magna cum laude* from Southwestern Law School as a Law Review Editor and Moot Court oralist. He received his undergraduate degree *cum laude* with thesis honors from Tufts University. Mr. Fritz focuses his practice on corporate bankruptcy and restructuring. He is a member of the Financial Lawyers Conference and the Japan America Society. Mr. Fritz worked for two years in government and law offices in Japan and is proficient in reading, writing, and speaking Japanese.



JOHN-PATRICK
M. FRITZ

jpf@lnbyb.com

PROFESSIONAL RESUME

KRIKOR J. MESHEFEJIAN represents clients in business reorganization and related litigation matters. He has assisted clients such as single asset real estate debtors, multi-million dollar enterprises, small businesses and individuals in successfully and efficiently navigating the reorganization process.

Prior to joining the firm in 2008, Mr. Meshefejian clerked for the Honorable Geraldine Mund and the Honorable Victoria S. Kaufman, United States Bankruptcy Judges. Mr. Meshefejian obtained his J.D. in 2007, *magna cum laude*, from the University of Illinois College of Law, where he served as senior editor for the Illinois Business Law Journal and received the Rickert Award for excellence in legal writing. He is a member of the State Bar of California and the American Bankruptcy Institute.



**KRIKOR J.
MESHEFEJIAN**

kjm@lnbyb.com

PROFESSIONAL RESUME

LINDSEY L. SMITH joined LNBYB as an associate in February 2010. Ms. Smith obtained her law degree cum laude from Loyola Law School, where she was a member of the Alpha Sigma Nu and the St. Thomas More Honor Society, and recipient of the First Honors Award in Election Law. Ms. Smith obtained a B.A. in political science with an emphasis in American Politics from Boston University. Ms. Smith is a member of the Beverly Hills Bar Association.



LINDSEY L. SMITH
lis@lnbyb.com

PROFESSIONAL RESUME

JEFFREY S. KWONG joined LNBYB as an associate in 2014. Prior to joining the firm, Mr. Kwong served for two years as law clerk to the Honorable Deborah J. Saltzman, United States Bankruptcy Judge for the Central District of California. Mr. Kwong obtained his J.D. in 2012 from the University of California, Berkeley, Boalt Hall School of Law, where he served as an editor for the Berkeley Journal of International Law and a Senior Articles Editor for the Asian American Law Journal. He received his undergraduate degree, summa cum laude, from the University of California, San Diego. He is a member of the Beverly Hills Bar Association, the Financial Lawyers Conference, and the Los Angeles Bankruptcy Forum.



JEFFREY S. KWONG
jsk@lnbyb.com

LEVENE, NEALE, BENDER, YOO & BRILL L.L.P.

PARAPROFESSIONALS

JASON KLASSI (JK) received his Bachelors of Arts degree from the University of California at Los Angeles graduating Magna Cum Laude in 1979. He has over 20 years of paralegal experience within the State of California currently working at the law firm of Levene, Neale, Bender, Yoo & Brill L.L.P. since its inception in 1995. Mr. Klassi maintains compliance for paralegal qualification under Business & Professions Code 6450(c)(3) and (d). He also is an active member of the Los Angeles Paralegal Association.

JOHN A. BERWICK (JAB) received his bachelor's degree in Fine Arts and English from the University of Texas at Austin in 1973. In 1981, Mr. Berwick joined the American College of Trial Lawyers, a nationwide association, wherein he worked for such luminaries as Supreme Court Justices Lewis F. Powell, John Paul Stevens and Sandra Day O'Connor, former Attorney General Griffin Bell, Cabinet Members, Senators, Members of Congress, United States Ambassadors, heads of state, and a significant array of top trial attorneys from across the country. Mr. Berwick's 23 years of paralegal experience in bankruptcy began in 1989 when he joined the firm of Coskey, Coskey & Boxer, followed by Haight, Brown & Bonesteel in 2000. In 2002, Mr. Berwick joined the firm of Levene, Neale, Bender, Yoo & Brill L.L.P. Mr. Berwick maintains his paralegal qualification under Business & Professions Code 6450(c)(3) and (d).

LOURDES CRUZ (LC) is a bankruptcy paralegal/legal assistant who received her Associate of Arts degree in computer science from the Institute of Computer Technology College graduating with honors in 1996. Ms. Cruz has been working with law firms specializing in bankruptcy for over 15 years. From 1999 to 2003 she worked for Weinstein, Eisen & Weiss LLP. From 2003 to 2005 she worked for Jeffer, Mangels, Butler & Marmaro LLP. Since August 2005 she has been working with Levene, Neale, Bender, Yoo & Brill L.L.P. Ms. Cruz continues her paralegal education by staying in compliance with MCLE requirements under Business and Professions Code 6450(c)(3) and (d).

STEPHANIE REICHERT (SR) Stephanie Reichert is a bankruptcy paralegal/legal assistant who received her bachelor's degree in Communications from the University of Pennsylvania in 2007. From 2008 through 2010 she worked for Togut, Segal & Segal, LLP, a bankruptcy firm in New York City. Since October 2010 she has been working with Levene, Neale, Bender, Yoo & Brill L.L.P.

MARLA L. MANION (MLF) is a Certified Paralegal by NALA. She received her Bachelor of Law at the Universidad Dr. José Matías Delgado in El Salvador in 2002 and her Master of Laws from the Instituto de Empresa Business School in Madrid, Spain in 2008. In 2008, she participated in “The Annual Willem C. Vis International Commercial Arbitration Moot” in Pace University School of Law, Vienna Austria. From 2010 to 2011 she worked as Loss Mitigation Specialist for iNova Capital Management; from May 2011 through February 2012, she worked as a paralegal/legal assistant for a solo practitioner in Orange County, California, specialized in civil litigation in State Court and District Court, and individual bankruptcy Chapter 7 and Chapter 13. She began working with LNBYB in March 2012. She is a member of the National Association of Legal Assistants and Los Angeles Paralegal Association. She maintains her paralegal qualification under Business & Professions Code 6450(c)(3) and (d).

LISA MASSE (LM) received her Associates of Arts Degree in Liberal Arts from Santa Monica College, graduating with honors in 2012, and is currently attending California State University, Northridge, majoring in Communication Studies. Ms. Masse has been working with law firms specializing in bankruptcy for the past 20 years. She was employed by the law firm of Stutman, Treister & Glatt, Professional Corporation from January 2001 until April 2014. In May 2014, she joined the firm of Levene, Neale, Bender, Yoo & Brill, L.L.P. Ms. Masse continues her paralegal education by staying in compliance with MCLE requirements under Business and Professions Code 6450(c)(3) and (d).

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EXHIBIT “2”

[LNBYB HOURLY BILLING RATES]

<u>ATTORNEYS</u>	<u>2015 Rates</u>
DAVID W. LEVENE	595
DAVID L. NEALE	595
RON BENDER	595
MARTIN J. BRILL	595
TIMOTHY J. YOO	595
GARY E. KLAUSNER	595
EDWARD M. WOLKOWITZ	595
DAVID B. GOLUBCHIK	595
BETH ANN R. YOUNG	575
MONICA Y. KIM	575
DANIEL H. REISS	575
IRVING M. GROSS	575
PHILIP A. GASTEIER	575
KURT RAMLO	575
EVE H. KARASIK	575
JACQUELINE L. JAMES	555
JULIET Y. OH	555
MICHELLE S. GRIMBERG	555
TODD M. ARNOLD	555
TODD A. FREALLY	555
CARMELA T. PAGAY	535
ANTHONY A. FRIEDMAN	495
KRIKOR J. MESHEFEJIAN	490

JOHN-PATRICK M. FRITZ	490
LINDSEY L. SMITH	390
JEFFREY KWONG	295
PARAPROFESSIONALS	225

PROOF OF SERVICE OF DOCUMENT

I am over the age of 18 and not a party to this bankruptcy case or adversary proceeding. My business address is:

10250 Constellation Blvd., Suite 1700, Los Angeles, CA 90067

A true and correct copy of the foregoing document entitled (*specify*): **DECLARATION OF RON BENDER, ESQ. IN SUPPORT APPLICATION OF DEBTOR AND DEBTOR IN POSSESSION TO EMPLOY LEVENE, NEALE, BENDER, YOO & BRILL L.L.P. AS BANKRUPTCY COUNSEL** will be served or was served (a) on the judge in chambers in the form and manner required by LBR 5005-2(d); and (b) in the manner stated below:

1. TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF): Pursuant to controlling General Orders and LBR, the foregoing document will be served by the court via NEF and hyperlink to the document. On 12/4/2015, I checked the CM/ECF docket for this bankruptcy case or adversary proceeding and determined that the following persons are on the Electronic Mail Notice List to receive NEF transmission at the email addresses stated below:

☒ Service information continued on attached page

2. SERVED BY UNITED STATES MAIL:

On 12/4/2015, I served the following persons and/or entities at the last known addresses in this bankruptcy case or adversary proceeding by placing a true and correct copy thereof in a sealed envelope in the United States mail, first class, postage prepaid, and addressed as follows. Listing the judge here constitutes a declaration that mailing to the judge will be completed no later than 24 hours after the document is filed.

☐ Service information continued on attached page

3. SERVED BY PERSONAL DELIVERY, OVERNIGHT MAIL, FACSIMILE TRANSMISSION OR EMAIL

(state method for each person or entity served): Pursuant to F.R.Civ.P. 5 and/or controlling LBR, on 12/4/2015 I served the following persons and/or entities by personal delivery, overnight mail service, or (for those who consented in writing to such service method), by facsimile transmission and/or email as follows. Listing the judge here constitutes a declaration that personal delivery on, or overnight mail to, the judge will be completed no later than 24 hours after the document is filed.

Via Overnight Mail to:
The Honorable Dennis Montali
United States Bankruptcy Court – San Francisco Division
235 Pine Street, 19th Floor
San Francisco, CA 94104

☐ Service information continued on attached page

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

12/4/2015

Jason Klassi

/s/ Jason Klassi

Date

Printed Name

Signature

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15-31480 Notice will be electronically mailed to:

Ron Bender on behalf of Debtor Magnolia Brewing Company, LLC
rb@lnbyb.com

David J. Cook on behalf of Creditor Birite Restaurant Supply,
Inc.
cook@squeezebloodfromturnip.com

John-Patrick M. Fritz on behalf of Debtor Magnolia Brewing
Company, LLC
JPF@LNBYB.com

Lynette C. Kelly on behalf of U.S. Trustee Office of the U.S.
Trustee / SF
lynette.c.kelly@usdoj.gov, ustpregion17.oa.ecf@usdoj.gov

Office of the U.S. Trustee / SF
USTPRegion17.SF.ECF@usdoj.gov, ltroxas@hotmail.com